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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION CORP., <i>et al.</i>,	:	09-50026 (REG)
	:	
f/k/a GENERAL MOTORS CORP., <i>et al.</i>,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363(b) TO
APPROVE ASSIGNMENT OF CLAIM OF IUE-CWA TO A VEBA TRUST**

Upon the motion, dated December 2, 2010 (the “Assignment of Claim Motion”) of IUE-CWA, the Industrial Division of the Communications Workers of America, AFL-CIO, CLC (“IUE-CWA”), pursuant to 11 U.S.C. §§ 105 and 363(b), for entry of an order approving the assignment of the claim of IUE-CWA to the IUE-CWA GM Bankruptcy Claim Trust (“the Trust”), as more fully described in the Assignment of Claim Motion, the Court finds and determines the following:

- (a) Consideration of the Assignment of Claim Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- (b) Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- (c) The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.

(d) The relief sought in the Assignment of Claim Motion is in the best interest of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Assignment of Claim Motion establish just cause for the relief granted herein.

(e) Notice of the Assignment of Claim Motion, as provided therein was due and proper and no further notice of the Assignment of Claim Motion is necessary.

(f) Upon the record of the Hearing, and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Assignment of Claim Motion is granted;

2. The Loan Agreement for an unsecured, interest-free loan of \$100,000 from IUE-CWA to the IUE-CWA GM Bankruptcy Claim Trust ("the Trust"), attached to the Assignment of Claim Motion as Exhibit D, is approved.

3. The Transfer of Claim Agreement, attached to the Assignment of Claim Motion as Exhibit E, which authorizes the Trust to, *inter alia*, reassign all or part of the claim without further approval of the Court, is approved.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

January 4, 2011

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE